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RECORDATION NO. 26171-E FILED

APR 26 '06 1-22 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

April 26, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of March 28, 2006. The primary document to which this is connected is recorded under Recordation No. 26171. We request that one copy of this document be recorded under Recordation No. 26171-E.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Lessees:

Champion City Recovery, LLC  
Boxer Realty Redevelopment, LLC  
Northeast Interchange Railway, LLC  
RS Acquisition Co., LLC  
Regus of Brooklyn, LLC  
Sunny Farms Landfill, LLC  
New Amsterdam & Seneca Railroad Company, LLC  
300 Centre Street  
Holbrook, MA 02343

BALL JANIK LLP

Honorable Vernon A. Williams  
April 26, 2006  
Page 2

A description of the equipment covered by the Memorandum of Lease Agreement consists of three Hi-Side gondola cars numbered REGX 6943-6945, inclusive.

A fee of \$ 34.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania, and Champion City Recovery, LLC, Boxer Realty Redevelopment, LLC, Northeast Interchange Railway, LLC, RS Acquisition Co., LLC, Regus of Brooklyn, LLC, Sunny Farms Landfill, LLC, and New Amsterdam & Seneca Railroad Company, LLC, 300 Centre Street, Holbrook, MA 02343, covering three Hi-Side gondola cars numbered REGX 6943-6945, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 26171-E FILED

APR 26 '06

1-22 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of April 19, 2006

by and among

CHAMPION CITY RECOVERY, LLC  
BOXER REALTY REDEVELOPMENT, LLC  
NORTHEAST INTERCHANGE RAILWAY, LLC  
RS ACQUISITION CO., LLC  
REGUS OF BROOKLYN, LLC  
SUNNY FARMS LANDFILL, LLC  
NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC  
jointly, severally and collectively, as Lessee,  
and

LASALLE NATIONAL LEASING CORPORATION,  
as Lessor

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on April \_\_\_\_, 2006 at \_\_:\_\_.m.**

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 18, 2006, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor") and CHAMPION CITY RECOVERY, LLC, BOXER REALTY REDEVELOPMENT, LLC, NORTHEAST INTERCHANGE RAILWAY, LLC, RS ACQUISITION CO., LLC, REGUS OF BROOKLYN, LLC, SUNNY FARMS LANDFILL, LLC, NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of January 31, 2006, and Schedule No. 6 thereto and incorporating the terms thereof, dated as of April 18, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

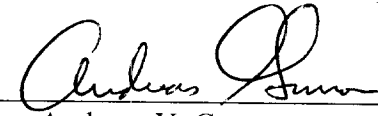
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.


LASALLE NATIONAL LEASING CORPORATION

By:   
Name: **TERRI J. PRESTON**  
Title: **FIRST VICE PRESIDENT**

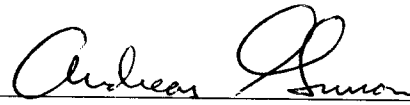
CHAMPION CITY RECOVERY, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

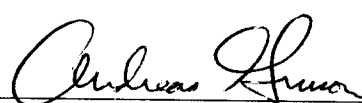
BOXER REALTY REDEVELOPMENT, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO


NORTHEAST INTERCHANGE RAILWAY, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

RS ACQUISITION CO., LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

REGUS OF BROOKLYN, LLC

By:   
Name: Andreas Y. Gruson  
Title: CEO

SUNNY FARMS LANDFILL, LLC

By: Andreas Gruson  
Name: Andreas Y. Gruson  
Title: CEO

NEW AMSTERDAM & SENECA RAILROAD  
COMPANY, LLC

By: Andreas Gruson  
Name: Andreas Y. Gruson  
Title: CEO

STATE OF MARYLAND            )  
  ) ss:  
COUNTY OF BALTIMORE        )

On this 18<sup>th</sup> day of April, 2006, before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that she is the First Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]           REGINA M. MCMANUS  
                  NOTARY PUBLIC  
                  BALTIMORE COUNTY

Regina M. McManus  
Notary Public

My commission expires:

10/1/08

STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Andrew Gerson, the person who signed this instrument, who acknowledged that (s)he is the CEO of CHAMPION CITY RECOVERY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009

STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Andrew Gerson, the person who signed this instrument, who acknowledged that (s)he is the CEO of BOXER REALTY REDEVELOPMENT, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009

STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Audrea Gusew, the person who signed this instrument, who acknowledged that (s)he is the CEO of NORTHEAST INTERCHANGE RAILWAY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009

STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Audrea Gusew the person who signed this instrument, who acknowledged that (s)he is the CEO of RS ACQUISITION CO., LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009



STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Andrew G. Givson, the person who signed this instrument, who acknowledged that (s)he is the CEO of REGUS OF BROOKLYN, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009

STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Andrew G. Givson, the person who signed this instrument, who acknowledged that (s)he is the CEO of SUNNY FARMS LANDFILL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009

STATE OF New York )  
 ) ss:  
COUNTY OF Westchester )

On this 18<sup>th</sup> day of April, 2006, before me appeared Andrew Gerson the person who signed this instrument, who acknowledged that (s)he is the CEO of NEW AMSTERDAM & SENECA RAILROAD COMPANY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Brenda J. Grimes  
Notary Public

My commission expires:  
\_\_\_\_\_

**BRENDA J. GRIMES**  
Notary Public, State of New York  
No. 01GR6133957  
Qualified in Westchester County  
Term Expires September 19, 2009

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Type of Equipment:	Hi-Side Gondolas
Place Accepted:	Sunny Farms Landfill, LLC
Date Accepted:	April ____, 2006
Number of Units:	Three (3)
Reporting Marks:	REGX 6943 through REGX 6945

Unit Numbers	Unit Weights	Unit Numbers	Unit Weights
REGX 6943	286,000 lbs.		
REGX 6944	286,000 lbs.		
REGX 6945	286,000 lbs.		